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**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000

September 4, 1990

0-253A016

Ms. Mildred Lee  
Recordation  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

12995  
RECORDATION NO. \_\_\_\_\_ FILED 1425  
SEP 10 1990 - 12 05 PM  
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of a Memorandum of Lease Agreement dated as of September 11, 1989, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Canadian National Railway Company  
Box 8100  
Montreal, Quebec H3C 3N4  
Canada

A description of the railroad equipment covered by the enclosed document is:

Two hundred (200) 50'6", 70-ton roller bearing boxcars bearing marks and numbers CRLE 71000 through CRLE 71199, inclusive.

Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

SEP 12 1990  
06. 47 15 11 21 23

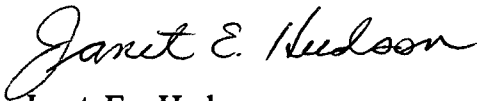
Ms. Mildred Lee  
September 4, 1990  
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of September 11, 1989 between Greenbrier Railcar, Inc., Lessor and Canadian National Railway Company, Lessee, covering two hundred (200) 50'6", 70-ton roller bearing boxcars bearing marks and numbers CRLE 71000 through CRLE 71199, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission  
Washington, D.C. 20423

9/11/90

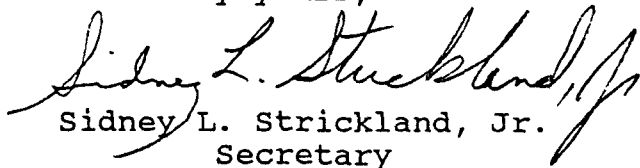
OFFICE OF THE SECRETARY

Janet E. Hudson  
The Greenbrier Companies  
One Centerpointe Drive  
Suite 200  
Lake Oswego, Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/10/90 at 12:05pm, and assigned recordation number(s). 16995 & 16996

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

1699  
RECEIVED NO. \_\_\_\_\_ FILED 1425

SEP 10 1990 - 12 05 PM  
INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

CANADIAN NATIONAL RAILWAY COMPANY ("LESSEE")

September 11, 1989

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Memorandum of a Lease Agreement made and entered into as of September 11, 1989 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Canadian National Railway Company, a Canadian corporation, ("Lessee").

W I T N E S S E T H:


1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred (200) 50' 6", 70-ton roller bearing boxcars bearing marks and numbers as follows:  
  
CRLE 71000 through CRLE 71199, inclusive
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR INC.

By: Norris M. Webb, V.P.

CANADIAN NATIONAL RAILWAY COMPANY

By:   
S.A. Cantin  
General Solicitor

L042002.1

STATE OF OREGON

COUNTY OF CLACKAMAS

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On this 24th day of April, 1990, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/90

PROVINCE OF QUEBEC

COUNTY OF

Montreal

)  
)  
)

On this 20<sup>th</sup> day of August 1990, before me personally appeared S.A. Cantin, to me personally known, who being by me duly sworn, says that he is General Solicitor of CANADIAN NATIONAL RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Hélène Garneau  
NOTARY PUBLIC

My commission expires:

Aug 2, 1992

HÉLÈNE GARNEAU  
COMMISSIONER FOR OATHS  
DISTRICT OF MONTREAL

L042002.1